FILED
FEB 9 1952
CHARLES ELMORE CROPLEY
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IN THE

Supreme Court of the United States

OCTOBER TERM, 1951.

No. 525.

ALLEGHANY CORPORATION,

Petitioner,

against

GROUP OF INSTITUTIONAL INVESTORS HOLDING FIRST AND REFUNDING MORTGAGE 5% BONDS OF MISSOURI PACIFIC RAILROAD COMPANY, *et al.*,

Respondents.

BRIEF FOR RESPONDENT MANUFACTURERS TRUST COMPANY, AS CORPORATE TRUSTEE UNDER THE FIRST AND REFUNDING MORTGAGE OF MISSOURI PACIFIC RAILROAD COMPANY, IN OPPOSITION.

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Dated: New York, N. Y., February 7, 1952.

Pandick Press, Inc., 22 Thames St., New York 6, N. Y., U. S. A.

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Cases:

Comstock v. *Group of Institutional Investors*, 335 U. S. 211 (1948)

Ecker v. *Western Pacific Railroad Corp.*, 318 U. S. 448 (1943) 6,

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In re Missouri Pacific Railroad Company, 93 F. Supp. 832 (E. D. Mo. 1950) affd. sub nom. *State of Texas, et al.* v. *Group of Institutional Investors etc.*, 191 F. 2d 265 (8 Cir. 1951)

James B. Morris, et al. v. *Group of Institutional Investors, et al.*, 191 F. 2d 265 (8 Cir. 1951) cert. denied, ... U. S. ..... (October Term 1951, No. 415)

Missouri Pacific Railroad Company Reorganization, 275 I. C. C. 59, 203 (1949)

Reconstruction Finance Corporation v. *Denver & Rio Grande Western Railroad Co.*, 328 U. S. 495, 509 (1946)

State of Texas v. *Group of Institutional Investors etc.*, 191 F. 2d 265 (8 Cir. 1951) cert. denied, ... U. S. ..... (October Term 1951, No. 416)

Texas & New Orleans Railroad Company v. *Brotherhood of Railway & Steamship Clerks*, 281 U. S. 548, 558 (1930)

Timken Roller Bearing Co. v. *United States*, 341 U. S. 593, 596-597 (1951)

United States v. *O'Donnell*, 303 U. S. 501 (1938)

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Statutes:

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Record references in this brief are as follows:

C. R. = Transcript of proceedings in Cause No. 14,256 and Causes Nos. 14,264-14,274 in the Court of Appeals for the 8th Circuit.

1951 R. = The printed record filed in said United States Court of Appeals in Causes Nos. 14,264-14,274.

Texas R. = The printed record filed in said Court of Appeals in Cause No. 14,256.

1946 R. = The record on appeal filed with said Court of Appeals in the appeals numbered 13,367-13,369, both inclusive, and 13,371-13,373, both inclusive.

1941 R. = The record on appeal filed with said Court of Appeals in the appeals numbered 12,130-12,136 inclusive.

D. R. = The Fourth Supplemental Report and Fifth Supplemental Report and Order of the Interstate Commerce Commission approving the plan of reorganization of Missouri Pacific Railroad Company and affiliated debtors.